

Final Terms
Dated 15 November 2017
NESTLÉ HOLDINGS, INC.

Issue of USD 800,000,000 2.375 per cent. Notes due 17 November 2022 (the “Notes”)
Guaranteed by Nestlé S.A.
under the Debt Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 19 May 2017 as supplemented by the Supplementary Prospectus dated 25 August 2017, which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented, including documents incorporated by reference. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. A summary of the Notes (which comprises the summary in the Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Prospectus and the Supplementary Prospectus are available for viewing on the Nestlé Group’s investor relations website, which can be found at www.nestle.com/investors and are available on the website of the London Stock Exchange plc at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

The expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and any relevant implementing measure in a relevant Member State of the European Economic Area.

1. (a) Issuer: Nestlé Holdings, Inc.
- (b) Guarantor: Nestlé S.A.
2. (a) Series Number: 95
- (b) Tranche Number: 1
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency: United States dollars (“USD”)
4. Aggregate Nominal Amount:
 - (a) Series: USD 800,000,000
 - (b) Tranche: USD 800,000,000
5. Issue Price: 99.427 per cent. of the Aggregate Nominal Amount

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| 6. | (a) Specified Denominations: | USD 2,000 and integral multiples of USD 1,000 in excess thereof |
| | (b) Calculation Amount: | USD 1,000 |
| 7. | (a) Issue Date: | 17 November 2017 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 17 November 2022 |
| 9. | Interest Basis: | 2.375 per cent. Fixed Rate |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| 14. | Date Board approval for issuance of Notes and Guarantee obtained: | 9 May 2017 and 21 September 2017, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 2.375 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 17 November in each year from, and including, 17 November 2018, up to, and including, the Maturity Date, adjusted in accordance with the Following Business Day Convention, with the Additional Business Centres for the definition of “Business Day” being London and Zurich, in addition to New York, with no adjustment for period end dates |
| | (c) Fixed Coupon Amount(s): | USD 23.75 per Calculation Amount (applicable to the Notes in definitive form) and USD 19,000,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable on each Interest Payment Date |

- (d) Broken Amount(s): Not Applicable
 - (e) Day Count Fraction: 30/360
 - (f) Determination Date(s): Not Applicable
16. Floating Rate Note Provisions Not Applicable
17. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 18. Issuer Call Option Not Applicable
- 19. Issuer Maturity Par Call Option Not Applicable
- 20. Issuer Make-Whole Call Option Not Applicable
- 21. Investor Put Option Not Applicable
- 22. Final Redemption Amount: USD 1,000 per Calculation Amount
- 23. Early Redemption Amount
 Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default/or other earlier redemption: USD 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Registered Notes
- Registered Global Note registered in the name of a nominee for a common depository for Euroclear Bank SA/NV and Clearstream Banking S.A. exchangeable (free of charge) for security printed definitive Notes only upon an Exchange Event (as defined in the Registered Global Note).
- Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with Article 4 of the Belgian Law of 14 December 2005.

25. New Safekeeping Structure: No
26. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable
27. Talons for future Coupons to be attached to definitive Notes: No
28. Spot Rate (if different from that set out in Condition 5(g)): Not Applicable
29. Calculation Agent responsible for calculating the Spot Rate for the purposes of Condition 5(g) (if not the Agent): Not Applicable
30. RMB Settlement Centre(s): Not Applicable

Signed on behalf of the Issuer:

By: KEVIN YI

Kevin Yi
Duly authorised

By: LINDA J. BRODIE

Linda J. Brodie
Duly authorised

Signed on behalf of the Guarantor:

By: LEE EDWARDS

Lee Edwards
Duly authorised

By: CLAUDIO MENGHI

Claudio Menghi
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

Listing and Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and for admission to the Official List of the UK Listing Authority with effect from the Issue Date

2. RATINGS

The Notes to be issued are not rated by Moody's Italia S.r.l. and S&P Global Ratings, acting through S&P Global Ratings Italy S.R.L.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Bookrunners and their affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the Offer: As set out in "Use of Proceeds" in the Prospectus dated 19 May 2017
- (ii) Estimated net proceeds: USD 793,416,000 (following deduction of the Joint Bookrunners' commission and concession)
- (iii) Estimated total expenses: USD 50,000 for legal, filing and miscellaneous expenses

5. YIELD (Fixed Rate Notes Only)

Indication of yield: 2.498 per cent. per annum

6. HISTORIC INTEREST RATES (Floating Rate Notes Only)

Not Applicable

7. OPERATIONAL INFORMATION

- (i) ISIN: XS1717575259
- (ii) Common Code: 171757525

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| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility | Not Applicable |

8. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated: | |
| | (A) Names and addresses of Managers / relevant Dealer and underwriting commitments: | <p>Credit Suisse Securities (Europe) Limited
 One Cabot Square
 London E14 4QJ
 Underwriting Commitment: USD 200,000,000</p> <p>Deutsche Bank AG, London Branch
 Winchester House
 1 Great Winchester Street
 London EC2N 2DB
 Underwriting Commitment: USD 200,000,000</p> <p>RBC Europe Limited
 Riverbank House
 2 Swan Lane
 London EC4R 3BF
 Underwriting Commitment: USD 200,000,000</p> <p>The Toronto-Dominion Bank
 60 Threadneedle Street
 London EC2R 8AP
 Underwriting Commitment: USD 200,000,000</p> <p>(each a “Joint Bookrunner” and together, the “Joint Bookrunners”)</p> |

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| (B) Date of the Letter for a Syndicated Note Issue: | 15 November 2017 |
| (C) Stabilising Manager(s) (if any): | Not Applicable |
| (iii) If non-syndicated, name and address of Dealer: | Not Applicable |
| (iv) Total commission and concession: | 0.25 per cent. of the Aggregate Nominal Amount |
| (v) U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA Not Applicable |
| (vi) The Netherlands Selling Restrictions (Article 5:20(5) Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>)): | Applicable |
| (vii) Public Offer where there is no exemption from the obligation under the Prospectus Directive to publish a Prospectus: | Applicable - see paragraph 9 below. |

9. TERMS AND CONDITIONS OF THE PUBLIC OFFER

An offer of the Notes may be made by each of the Joint Bookrunners and any placers (authorised directly or indirectly by the Issuer or any of the Joint Bookrunners), other than pursuant to Article 3(2) of the Prospectus Directive, in each of Austria, Belgium, Germany, Luxembourg and the Netherlands (together with the United Kingdom, the “Public Offer Jurisdictions”) during the Offer Period (as defined below).

The above consent is subject to the following conditions:

- (a) the only Offerors authorised to use the Issuer’s Base Prospectus to make the Public Offer of the Notes are the Joint Bookrunners; and
 - (b) any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive 2004/39/EC and which has been duly appointed, directly or indirectly, by the Issuer to make such offers, provided that such financial intermediary states on its website (I) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (II) it is relying on the Issuer’s Base Prospectus for such Public Offer with the consent of the Issuer, and (III) the conditions attached to that consent (the “Placers”).
- (i) Offer Period: From the date of and following publication of these Final Terms being 15 November 2017 to 17 November 2017

- (ii) Offer Price: The Issuer has offered and will sell the Notes to the Joint Bookrunners (and no one else) at the Issue Price of 99.427 per cent. less a total commission and concession of 0.25 per cent. of the Aggregate Nominal Amount of the Notes. Joint Bookrunners and Placers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Joint Bookrunner and its customers (including Placers) or each such Placer and its customers by reference to the Issue Price and market conditions prevailing at the time
- (iii) Conditions to which the offer is subject: Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Letter for a Syndicated Note Issue dated 15 November 2017. As between Joint Bookrunners and their customers (including Placers) or between Placers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them
- (iv) Description of the application process: A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Joint Bookrunner and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Joint Bookrunners) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes
- (v) Description of possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants: Not Applicable
- (vi) Details of the minimum and/or maximum amount of application (whether in number of Notes or aggregate amount to invest): There are no pre-identified allotment criteria. The Joint Bookrunners and the Placers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them
- (vii) Method and time limits for paying up the Notes and for delivery of the Notes: The Notes will be sold by the Issuer to the Joint Bookrunners on a delivery against payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer of their allocations of the Notes and the settlement arrangements in respect thereof

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| (viii) | Manner in and date on which results of the offer are to be made public: | Not Applicable |
| (ix) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| (x) | Whether Tranche(s) have been reserved for certain countries: | Not Applicable |
| (xi) | Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer in accordance with the arrangements in place between such Joint Bookrunners or Placers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders |
| (xii) | Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| (xiii) | Name(s) and address(es), to the extent known to the Issuer, of the Placers in the various countries where the offer takes place: | None known to the Issuer |

ANNEX

SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A-E (A.1-E.7). This Summary contains all the Elements required to be included in a summary for the Notes, the Issuer and the Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of “not applicable”.

Section A – Introduction and warnings

Element	Title	
A.1	Warning	<p>This Summary must be read as an introduction to the Prospectus and the applicable Final Terms. Any decision to invest in any Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference, and the applicable Final Terms. Where a claim relating to information contained in the Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus and the applicable Final Terms before the legal proceedings are initiated. No civil liability will attach to the Issuer or the Guarantor in any such Member State solely on the basis of this Summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Issuer’s Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Issuer’s Base Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive 2003/71/EC, as amended, including by Directive 2010/73/EU) in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Consent to use of the Issuer’s Base Prospectus	<p>Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a “Public Offer”.</p> <p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of its Base Prospectus (that is all information in the Prospectus, except for information in the Prospectus relating to Nestlé Finance International Ltd.) in connection with a Public Offer of Notes:</p> <p>(i) the consent is only valid during the period from 15 November 2017 until 17 November 2017 (the “Offer Period”);</p> <p>(ii) the only offerors authorised to use the Issuer’s Base Prospectus to make the Public Offer of the Notes are:</p> <p>(a) Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, RBC Europe Limited and The Toronto-Dominion Bank (the “Joint Bookrunners”, and each an “Authorised Offeror”); and</p> <p>(b) any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive 2004/39/EC and which has been duly appointed, directly or indirectly, by the Issuer to make such offers, provided that such financial intermediary states on its website (I) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (II) it is relying on the Issuer’s Base Prospectus for such Public Offer with the consent of the Issuer, and (III) the conditions attached to that consent (the “Placers” and each an “Authorised Offeror”);</p> <p>(iii) the consent only extends to the use of the Issuer’s Base Prospectus to make Public Offers of the Notes in Austria, Belgium, Germany, Luxembourg and the Netherlands, in addition to the United Kingdom, as specified in Paragraph 9 of Part B of the applicable Final Terms; and</p> <p>(iv) the consent is subject to the conditions set out in Paragraph 9 of Part B of the applicable Final Terms.</p>

Element	Title	
		<p>Any offeror falling within sub-paragraph (ii)(b) above who meets all of the other conditions stated above and wishes to use the Issuer’s Base Prospectus in connection with a Public Offer is required, for the duration of the Offer Period, to publish on its website (i) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (ii) it is relying on the Issuer’s Base Prospectus for such Public Offer with the consent of the Issuer and (iii) the conditions attached to that consent.</p> <p>The Issuer and the Guarantor accept responsibility, in each relevant Member State for which the consent to use the Issuer’s Base Prospectus extends, for the content of its Base Prospectus in relation to any investor who purchases any Notes in a Public Offer made by any person (an “offeror”) to whom the Issuer has given consent to use its Base Prospectus in that connection in accordance with the preceding paragraphs, provided that the conditions attached to that consent are complied with by the relevant offeror.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A PUBLIC OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT ARRANGEMENTS. THE ISSUER WILL NOT BE A PARTY TO ANY SUCH TERMS AND ARRANGEMENTS WITH SUCH INVESTORS IN CONNECTION WITH THE PUBLIC OFFER OR SALE OF THE NOTES CONCERNED AND, ACCORDINGLY, THE ISSUER’S BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS WILL NOT CONTAIN SUCH INFORMATION. THE INVESTOR MUST LOOK TO THE RELEVANT AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE RELEVANT AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION. NONE OF THE ISSUER, THE GUARANTOR OR ANY DEALER (EXCEPT WHERE SUCH DEALER IS THE RELEVANT AUTHORISED OFFEROR) HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.</p>

Section B – Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	Nestlé Holdings, Inc. (“NHI” or the “Issuer”)
B.2	Domicile/legal form/ legislation/ country of incorporation	NHI is a corporation with unlimited duration, incorporated and domiciled in Delaware, United States under the laws of the State of Delaware.
B.4b	Trend information	The global business environment remained challenging in 2016 and continues to be challenging in 2017. Nestlé Group is well positioned with strong, high quality brands, which are valued by the consumer but any adverse developments in the global economy could impact consumer demand.
B.5	Description of the Group	NHI is (indirectly) a wholly owned subsidiary of Nestlé S.A. (the “Guarantor”). The Guarantor is the ultimate holding company of the Nestlé group of companies (the “Nestlé Group” or the “Group”).
B.9	Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Issuer’s Base Prospectus.
B.10	Audit report qualifications	Not Applicable; there are no qualifications contained within each of the audit reports relating to the historical financial information of NHI as at and for the twelve months ended 31 December 2016 and 2015, respectively.

Element	Title				
B.12	Selected historical key financial information				
	NHI:				
	The financial information set out below has been extracted without material adjustment from the unaudited interim consolidated financial statements of NHI in the Half-Yearly Financial Report for the six-month period ended 30 June 2017 and the audited consolidated financial statements in the Annual Financial Report of NHI for the financial year ended 31 December 2016, prepared in accordance with International Accounting Standard (IAS 34) – Interim Financial Reporting and International Financial Reporting Standards as issued by the International Accounting Standards Board, respectively.				
	Consolidated Balance Sheets				
	As at 30 June and 31 December				
	(U.S. dollars in thousands, except capital stock par value and shares)				
			30 June	31 December	31 December
			2017	2016	2015
		Assets			
		Current assets:			
		Cash and cash equivalents.....	185,719	430,712	140,204
		Short-term investments.....	65,082	42,475	74,290
		Trade and other receivables, net.....	9,351,849	8,330,288	6,025,152
		Inventories, net.....	2,066,091	1,591,315	1,723,224
		Derivative assets.....	95,809	92,074	82,554
		Assets held for sale.....	346,256	-	20,403
		Prepayments.....	131,233	85,843	96,512
		Total current assets	12,242,039	10,572,707	8,162,339
		Non-current assets:			
		Property, plant and equipment, net.....	5,054,208	5,329,648	5,257,119
		Employee benefits assets.....	248,907	178,183	29,179
		Investments in joint ventures and associated companies.....	53,308	8,621	5,780
		Deferred tax assets.....	922,561	918,928	995,885
		Financial assets.....	4,467,709	4,226,938	3,927,548
		Goodwill.....	17,015,844	17,097,741	17,085,873
		Intangible assets, net.....	1,228,610	1,188,159	1,310,781
		Total non-current assets	28,991,147	28,948,218	28,612,165
	Total assets	41,233,186	39,520,925	36,774,504	
	Liabilities and Equity				
	Current liabilities:				
	Trade and other payables.....	1,719,790	1,837,626	1,568,668	
	Financial liabilities.....	6,874,309	6,009,843	4,610,326	
	Provisions.....	121,287	115,012	76,041	
	Derivative liabilities.....	712,423	873,081	855,522	
	Current income tax liabilities.....	342,302	83,628	53,601	
	Accruals.....	1,368,569	1,538,798	1,373,086	
	Total current liabilities	11,138,680	10,457,988	8,537,244	
	Non-current liabilities:				
	Financial liabilities.....	6,402,697	6,254,350	7,824,790	
	Employee benefits liabilities.....	1,774,038	1,785,210	1,824,006	
	Deferred tax liabilities.....	2,373,377	2,322,198	2,195,104	
	Provisions.....	145,815	98,640	51,163	
	Other accrued liabilities.....	2,232,316	2,223,484	1,910,345	
	Total non-current liabilities	12,928,243	12,683,882	13,805,408	
	Total liabilities	24,066,923	23,141,870	22,342,652	
	Equity:				
	Capital stock, \$100 par value. Authorised, issued, and outstanding, 1,000 shares.....	100	100	100	
	Additional paid-in capital.....	5,624,297	5,624,297	5,624,297	
	Other equity reserves.....	(949,151)	(1,010,767)	(1,173,966)	
	Accumulated earnings.....	12,491,017	11,765,425	9,981,421	
	Total equity	17,166,263	16,379,055	14,431,852	
	Total liabilities and equity	41,233,186	39,520,925	36,774,504	

Element	Title				
	Consolidated Income Statements For the six months ended 30 June and the years ended 31 December (U.S. dollars in thousands)				
		30 June 2016	30 June 2017	31 December 2016	31 December 2015
	Sales	10,241,640	10,223,521	22,069,217	21,399,111
	Cost of goods sold	(5,599,017)	(5,601,309)	(11,963,856)	(11,824,068)
	Distribution expenses	(956,343)	(979,726)	(1,984,555)	(1,932,695)
	Marketing, general and administrative expenses	(1,908,617)	(1,832,089)	(3,753,965)	(3,572,784)
	Royalties to affiliated company	(560,963)	(558,075)	(1,214,361)	(1,180,428)
	Net other trading income (expenses)	6,359	(87,508)	(117,683)	(45,354)
	Trading operating profit	1,223,059	1,164,814	3,034,797	2,843,782
	Net other operating expenses	(8,136)	(483)	(9,634)	(9,968)
	Operating profit	1,214,923	1,164,331	3,025,163	2,833,814
	Net financial expenses	(109,343)	(86,545)	(211,922)	(237,073)
	Share of results from joint ventures and associated companies	1,723	4,822	3,157	4,152
	Income from continuing operations before income taxes	1,107,303	1,082,608	2,816,398	2,600,893
	Income tax expense	(441,210)	(357,016)	(1,045,947)	(678,205)
	Income from continuing operations	666,093	725,592	1,770,451	1,922,688
	Income from discontinued operations, net of taxes	12,958	-	13,553	159
	Net income	679,051	725,592	1,784,004	1,922,847
	<i>Statements of no significant or material adverse change</i>				
	There has been no significant change in the financial or trading position of NHI and its consolidated subsidiaries (considered as a whole) since 30 June 2017, the date of the most recently published financial statements of NHI and there has been no material adverse change in the prospects of NHI since 31 December 2016, the date of the most recently published audited financial statements of NHI.				
B.13	Events impacting the Issuer's solvency	Not Applicable; there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.			
B.14	Dependence upon other group entities	NHI is dependent on the performance of its direct and indirect subsidiaries which engage primarily in the manufacture and sale of food, beverage and pet care products and juvenile life insurance.			
B.15	Principal activities	NHI primarily acts as a holding company for its direct and indirect subsidiaries which engage mainly in the manufacture and sale of food products, pet care products, beverage products and juvenile life insurance. These businesses derive revenue across the United States.			
B.16	Controlling shareholders	The Issuer is wholly owned and controlled (indirectly) by the Guarantor.			
B.17	Credit ratings	<p>Senior long term debt obligations of the Issuer, which have the benefit of a guarantee from the Guarantor, have been rated AA- (stable) by S&P Global Ratings, acting through S&P Global Ratings Italy S.R.L. ("Standard & Poor's") and Aa2 (stable) by Moody's Italia S.r.l. ("Moody's"). Each of Standard & Poor's and Moody's is established in the European Union and registered under Regulation (EC) No. 1060/2009 on credit rating agencies, as amended. See also "Credit Ratings" below with respect to the Guarantor.</p> <p>The Notes to be issued are not rated by Standard & Poor's and Moody's. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>			
B.18	Description of Guarantee	<p>The payment of the principal and two years' interest in respect of each Note is unconditionally and irrevocably guaranteed by the Guarantor.</p> <p>Each Guarantee constitutes a direct, unconditional, unsecured (subject to the negative pledge provisions of Condition 3) and unsubordinated obligation of the Guarantor and will rank <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations outstanding of the Guarantor (other than obligations mandatorily preferred by law applying to companies generally).</p>			

Element	Title		
B.19	Legal and commercial name of Guarantor	Nestlé S.A.	
	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor is a company with unlimited duration, organised under the Swiss Code of Obligations and registered with the Swiss Commercial Registries of the Canton of Zug and the Canton of Vaud. The Guarantor is domiciled in Switzerland.	
	Trend information	The global business environment remained challenging in 2016 and continues to be challenging in 2017. Nestlé Group is well positioned with strong, high quality brands, which are valued by the consumer but any adverse developments in the global economy could impact consumer demand.	
	Description of the Group	The Guarantor is the ultimate holding company of the Nestlé Group.	
	Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Issuer's Base Prospectus.	
	Audit report qualifications	Not Applicable; there are no qualifications contained within each of the audit reports relating to the historical financial information of the Guarantor as at and for the twelve months ended 31 December 2016 and 2015, respectively.	
	Selected historical key financial information for the Guarantor:		
	The financial information set out below has been extracted without material adjustment from the unaudited interim consolidated financial statements of the Guarantor for the six-month period ended 30 June 2017 in the Half-Yearly Report January-June 2017 and the audited consolidated financial statements of the Guarantor for the financial year ended 31 December 2016, prepared in accordance with International Accounting Standard IAS 34 – Interim Financial Reporting and International Financial Reporting Standards as issued by the International Accounting Standards Board, respectively.		
	Consolidated Balance Sheets As at 30 June and 31 December (CHF in millions)		
		30 June 2017	31 December 2016
Assets			
Current assets			
Cash and cash equivalents.....	3,954	7,990	4,884
Short-term investments.....	1,039	1,306	921
Inventories.....	9,474	8,401	8,153
Trade and other receivables.....	11,779	12,411	12,252
Prepayments and accrued income.....	872	573	583
Derivative assets.....	277	550	337
Current income tax assets.....	905	786	874
Assets held for sale.....	338	25	1,430
Total current assets	28,638	32,042	29,434
Non-current assets			
Property, plant and equipment.....	25,954	27,554	26,576
Goodwill.....	31,410	33,007	32,772
Intangible assets	19,685	20,397	19,236
Investments in associates and joint ventures	11,104	10,709	8,675
Financial assets.....	5,696	5,719	5,419
Employee benefits assets.....	308	310	109
Current income tax assets.....	115	114	128
Deferred tax assets	1,920	2,049	1,643
Total non-current assets	96,192	99,859	94,558
Total assets	124,830	131,901	123,992
Liabilities and equity			
Current liabilities			
Financial debt.....	14,108	12,118	9,629
Trade and other payables.....	15,719	18,629	17,038
Accruals and deferred income	3,678	3,855	3,673
Provisions.....	611	620	564
Derivative liabilities	1,165	1,068	1,021
Current income tax liabilities	1,074	1,221	1,124
Liabilities directly associated with assets held for sale ..	7	6	272
Total current liabilities	36,362	37,517	33,321

Element	Title			
Consolidated Balance Sheets				
As at 30 June and 31 December				
(CHF in millions)				
		30 June	31 December	31 December
		2017	2016	2015
Non-current liabilities				
Financial debt		10,879	11,091	11,601
Employee benefits liabilities		7,405	8,420	7,691
Provisions		2,519	2,640	2,601
Deferred tax liabilities		3,771	3,865	3,063
Other payables		2,084	2,387	1,729
Total non-current liabilities		26,658	28,403	26,685
Total liabilities		63,020	65,920	60,006
Equity				
Share capital		311	311	319
Treasury shares		(1,084)	(990)	(7,489)
Translation reserve		(21,386)	(18,799)	(19,851)
Other reserves		1,278	1,198	1,345
Retained earnings		81,543	82,870	88,014
Total equity attributable to shareholders of the parent		60,662	64,590	62,338
Non-controlling interests		1,148	1,391	1,648
Total equity		61,810	65,981	63,986
Total liabilities and equity		124,830	131,901	123,992
Consolidated Income Statements				
For the six months ended 30 June and the years ended 31 December				
(CHF in millions)				
		30 June	30 June	31 December
		2016	2017	2016
				31 December
				2015
Sales		43,155	43,023	89,469
Other revenue		145	164	317
Cost of goods sold		(21,230)	(21,408)	(44,199)
Distribution expenses		(3,946)	(4,014)	(8,059)
Marketing and administration expenses		(10,496)	(10,149)	(21,485)
Research and development costs		(820)	(818)	(1,736)
Other trading income		50	59	99
Other trading expenses		(247)	(408)	(713)
Trading operating profit		6,611	6,449	13,693
Other operating income		85	180	354
Other operating expenses		(212)	(158)	(884)
Operating profit		6,484	6,471	13,163
Financial income		56	73	121
Financial expense		(384)	(374)	(758)
Profit before taxes, associates and joint ventures		6,156	6,170	12,526
Taxes		(2,285)	(1,678)	(4,413)
Income from associates and joint ventures		422	563	770
Profit for the period		4,293	5,055	8,883
of which attributable to non-controlling interests		193	166	352
of which attributable to shareholders of the parent (Net profit)		4,100	4,889	8,531
As percentages of sales				
Trading operating profit		15.3%	15.0%	15.3%
Profit for the period attributable to shareholders of the parent (Net profit)...		9.5%	11.4%	9.5%
Earnings per share (in CHF)				
Basic earnings per share		1.33	1.58	2.76
Diluted earnings per share		1.33	1.57	2.75

Element	Title	
	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of the Guarantor and its consolidated subsidiaries (considered as a whole) since 30 June 2017, the date of the most recently published financial statements of the Guarantor and there has been no material adverse change in the prospects of the Guarantor since 31 December 2016, the date of the most recently published audited financial statements of the Guarantor.</p>	
	<p>Events impacting the Guarantor's solvency</p>	<p>Not Applicable; there have been no recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.</p>
	<p>Dependence upon other group entities</p>	<p>The Guarantor is the ultimate holding company of the Nestlé Group (including NHI). Accordingly, substantially all of the assets of the Guarantor are comprised of its shareholdings in its subsidiaries. The Guarantor is therefore dependent on the performance of its direct and indirect subsidiaries which manufacture and sell food and beverages, as well as products related to the nutrition, health and wellness industries. The Guarantor is also dependent on the performance of its subsidiaries to the extent it issues guarantees with respect to them. Payment obligations under the Guarantor's Guarantee of the Notes will be structurally subordinated to any payment obligations owed by the Guarantor's subsidiaries to their creditors.</p>
	<p>Principal activities</p>	<p>The Guarantor primarily acts as the holding company of the Nestlé Group which manufactures and sells food and beverages, as well as products related to the nutrition, health and wellness industries.</p>
	<p>Controlling shareholders</p>	<p>The Guarantor is a publicly traded company and its shares are listed on the SIX Swiss Exchange. Pursuant to the Guarantor's Articles of Association, no person or entity may be (i) registered (directly or indirectly through nominees) with voting rights for more than 5 per cent. of the Guarantor's share capital as recorded in the commercial register or (ii) at general meetings of the Guarantor exercise directly or indirectly voting rights, with respect to own shares or shares represented by proxy, in excess of 5 per cent. of the Guarantor's share capital. Any shareholder holding shares in the Guarantor of 3 per cent. or more of the Guarantor's share capital is required to disclose its/his/her shareholding pursuant to the Swiss Financial Market Infrastructure Act.</p>
	<p>Credit ratings</p>	<p>The Guarantor's senior long term debt obligations have been rated AA- (stable) by Standard & Poor's and Aa2 (stable) by Moody's.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

Section C – Securities

Element	Title	
C.1	<p>Description of Notes/ISIN</p>	<p>The Notes are USD 800,000,000 2.375 per cent. Notes due 17 November 2022.</p> <p>The Notes have a Specified Denomination of USD 2,000 and integral multiples of USD 1,000 in excess thereof.</p> <p>International Securities Identification Number (ISIN): XS1717575259.</p>
C.2	<p>Currency</p>	<p>The currency of this Series of Notes is United States dollars ("USD").</p>
C.5	<p>Transferability</p>	<p>There are no restrictions on the free transferability of the Notes.</p>
C.8	<p>Rights attached to the Notes and ranking</p>	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p>Status of the Notes (Ranking)</p> <p>The Notes will constitute direct, unconditional, unsecured (subject to the negative pledge provisions of Condition 3) and unsubordinated obligations of the Issuer and will rank <i>pari passu</i> and rateably without any preference among themselves and equally with all other unsecured and unsubordinated obligations of the Issuer from time to time outstanding (other than obligations mandatorily preferred by law).</p> <p>Taxation</p> <p>All payments in respect of the Notes will be made without withholding or deduction for, or on account of, any taxes or other charges imposed by any governmental authority or agency within (i) the United States, and (ii) Switzerland, unless such withholding or deduction is required by law.</p>

Element	Title	
		<p>In the event that any such withholding or deduction is required, the Issuer will be required to pay additional amounts to cover the amounts so withheld or deducted, subject to certain limited exceptions.</p> <p>All payments in respect of the Notes will be made subject to any deduction or withholding required by provisions of U.S. federal income tax law commonly referred to as the U.S. Foreign Account Tax Compliance Act (“FATCA”) and any intergovernmental agreements (and related implementing rules) relating to FATCA, and no additional amounts will be paid to cover the amounts so withheld or deducted.</p> <p>Negative pledge</p> <p>The terms of the Notes contain a negative pledge provision which prohibits the Issuer, and the Guarantor, from creating any security interests over its present or future revenues or assets to secure certain indebtedness represented or evidenced by any bonds, notes or other securities which are or are capable of being listed on any recognised stock exchange, subject to certain specified exceptions.</p> <p>Events of Default</p> <p>The terms of the Notes contain, amongst others, the following events of default:</p> <p>(a) default by the Issuer in payment of any principal, interest or any other amount on the Notes, continuing for a specified period of time;</p> <p>(b) non-performance or non-observance by the Issuer of any condition or other provision of the Notes (other than the covenant to pay principal and interest) continuing for a specified period of time;</p> <p>(c) default in payment by the Issuer, certain principal subsidiaries of the Issuer, or the Guarantor, of certain types of indebtedness (subject to an aggregate threshold of U.S.\$100,000,000) if such default continues beyond any applicable grace period or any such certain indebtedness for borrowed money shall become repayable before its due date as a result of acceleration of maturity caused by the occurrence of any default, unless the existence of such default is being disputed in good faith and proceedings have been commenced in competent courts having jurisdiction and such proceedings have not been finally adjudicated;</p> <p>(d) events relating to the winding up, cessation of business, administration, insolvency and creditor arrangements of the Issuer, certain principal subsidiaries of the Issuer, or the Guarantor, subject to certain exceptions; and</p> <p>(e) the Guarantee of the Guarantor ceases to be the legal, valid and binding and enforceable in accordance with its terms or the Guarantor contests or denies the validity of its Guarantee.</p> <p>Meetings</p> <p>The terms of the Notes contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p>Governing law of the Notes</p> <p>English law.</p> <p>Governing law of the Guarantee</p> <p>Swiss law.</p>
C.9	Interest/ Redemption	<p>Interest</p> <p>The Notes bear interest from their date of issue at the fixed rate of 2.375 per cent. per annum. The yield of the Notes is 2.498 per cent. per annum. Interest will be paid annually in arrear on 17 November in each year up to and including the Maturity Date.</p> <p>Redemption</p> <p>The Maturity Date of the Notes will be 17 November 2022.</p> <p>Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par. The Notes may be redeemed early for tax reasons or a change of control of the Issuer.</p>

Element	Title	
		<p>Representatives of holders</p> <p>A trustee has not been appointed to act as trustee for the holders of Notes.</p> <p>Registered Notes issued by NHI are issued subject to, and with the benefit of, an amended and restated note agency agreement made between NHI, Citigroup Global Markets Deutschland AG as registrar and transfer agent and Citibank, N.A., London Branch as transfer agent and paying agent.</p>
C.10	Derivative component	Not Applicable: the Notes are not derivative securities.
C.11	Listing/ Distribution	<p>Listing</p> <p>Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's regulated market.</p> <p>Distribution</p> <p>The Notes may be offered to the public in Austria, Belgium, Germany, Luxembourg, the Netherlands and the United Kingdom during the Offer Period.</p>

Section D – Risks

Element	Title	
D.2	Key risks that are specific to the Issuer and the Guarantor	<p>The key risks relating to the Issuer and the Guarantor are set out below:</p> <p>(a) the Group is vulnerable to brand damage. Any major event triggered by a serious food safety or other compliance issue could have a negative effect on the Group's reputation or brand image which could result in the loss of revenue associated with the affected brands and higher costs to address these circumstances, including those associated with product recall events;</p> <p>(b) the Group's success depends in part on anticipating the tastes and dietary habits of consumers and to offer products that appeal to their preferences. The Group's sales or margins may be materially adversely affected by competition or an inability to respond to rapid changes in consumer preferences or offer high-quality appealing products;</p> <p>(c) the Group's business is subject to some seasonality, and adverse weather conditions may impact sales;</p> <p>(d) the food industry including the Group is faced with the global challenge of rapidly rising obesity levels;</p> <p>(e) the Group is dependent on the sustainable supply of a number of raw materials, packaging material and services/utilities. Sourcing raw materials globally exposes the Group to price fluctuations and supply uncertainties which are subject to factors such as commodity market price volatility, currency fluctuations, changes in governmental agricultural programs, harvest and weather conditions, crop disease, crop yields, alternative crops and by-product values. Underlying base material price changes may result in unexpected increases in costs of raw material and packaging, and the Group may be unable to fully reflect these increases by raising prices without suffering reduced volume, revenue and operating income;</p> <p>(f) accidental or malicious contamination of raw materials or products in the supply chain may result in loss of products, delay in supply, loss of market shares, financial costs and adverse health effects on consumers or loss of reputation;</p> <p>(g) the Group is dependent on sustainable manufacturing/supply of finished goods for all product categories. The Group's manufacturing facilities could be disrupted for reasons beyond the Group's control that may include extremes of natural hazards, fire, supplies of materials or services, system failures, work force actions, political instability, environmental issues or infectious diseases. A major event in one of the Group's key plants, at a key supplier, contract manufacturer, co-packer and/or warehouse facility could potentially lead to a supply disruption and impact the Group's financial results;</p> <p>(h) security, political instability, legal and regulatory, fiscal, macroeconomic, foreign trade, labour, infrastructure risk and/or events such as infectious disease could also impact the Group's ability to operate and could lead to a supply disruption and impact the Group's financial results; and</p>

Element	Title	
		(i) the Group issues term debt to raise finance and depends on broad access to capital markets and investors. Changes in demand for term debt instruments on capital markets could limit the ability of the Group to fund operations. The Guarantor also depends on the willingness of banks to provide the type of credit lines or loans which are used by the Group.
D.3	Key risks that are specific to the Notes	<p>There are also risks associated with the Notes including a range of risks relating to the structure of the Notes, market risks and risks relating to Notes generally including that:</p> <p>(i) changes in prevailing market interest rates could affect the value of the Notes which bear interest at a fixed rate;</p> <p>(ii) Notes may be subject to early redemption, which may limit the market value of the Notes and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return;</p> <p>(iii) the Terms and Conditions of the Notes may be modified without the consent of all investors in certain circumstances;</p> <p>(iv) the holder of the Notes may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law;</p> <p>(v) investors are exposed to the risk of changes in law or regulation affecting the value of their Notes;</p> <p>(vi) the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency;</p> <p>(vii) there may be no or only a limited secondary market in the Notes; and</p> <p>(viii) any credit rating assigned to Notes may not adequately reflect all the risks associated with an investment in the Notes.</p>

Section E – Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of Notes will be applied by the Issuer for its general corporate purposes. In addition, the net proceeds for the issuance of Notes will be applied by the Issuer outside of Switzerland unless use of proceeds in Switzerland is permitted under the Swiss taxation laws in force from time to time without payments in respect of such Notes becoming subject to withholding or deduction for Swiss withholding tax as a consequence of such use of proceeds in Switzerland.
E.3	Terms and Conditions of the offer <i>Offer Period:</i> <i>Issue Price/ Offer Price:</i> <i>Conditions to which the offer is subject:</i>	<p>Notes may be offered to the public in a Public Offer in Austria, Belgium, Germany, Luxembourg, the Netherlands and the United Kingdom.</p> <p>An investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of Notes to an investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations, expenses and settlement arrangements.</p> <p>From the date of, and following, publication of the Final Terms being 15 November 2017 to 17 November 2017.</p> <p>The issue price of the Notes is 99.427 per cent. of their nominal amount.</p> <p>Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Letter for a Syndicated Note Issue dated 15 November 2017. As between the Joint Bookrunners and their customers (including Placers) or between Placers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.</p>

Element	Title	
	<p><i>Description of the application process:</i></p> <p><i>Description of possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants:</i></p> <p><i>Details of the minimum and/or maximum amount of application (whether in number of Notes or aggregate amount to invest):</i></p> <p><i>Method and time limits for paying up the Notes and for delivery of the Notes:</i></p> <p><i>Manner in and date on which results of the offer are to be made public:</i></p> <p><i>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</i></p> <p><i>Whether tranche(s) have been reserved for certain countries:</i></p> <p><i>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</i></p> <p><i>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</i></p>	<p>A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Joint Bookrunner and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Joint Bookrunners) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.</p> <p>Not Applicable</p> <p>There are no pre-identified allotment criteria. The Joint Bookrunners and the Placers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them.</p> <p>The Notes will be sold by the Issuer to the Joint Bookrunners on a delivery against payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer of their allocations of the Notes and the settlement arrangements in respect thereof.</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer in accordance with the arrangements in place between such Joint Bookrunners or Placers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.</p> <p>Not Applicable</p>

Element	Title	
	<p><i>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</i></p> <p><i>Categories of potential investors to which the Notes are offered:</i></p>	<p>None known to the Issuer.</p> <p>Notes may be offered by the Joint Bookrunners and the Placers to the public in a Public Offer in Austria, Belgium, Germany, Luxembourg, the Netherlands and the United Kingdom during the Offer Period.</p>
E.4	Interest of natural and legal persons involved in the issue/offer	The Joint Bookrunners will be paid aggregate commissions equal to 0.25 per cent. of the nominal amount of the Notes. Any Joint Bookrunner and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.
E.7	Expenses charged to the investor by the Issuer or an offeror	Not Applicable. No expenses are being charged by the Issuer to investors purchasing from Authorised Offerors in connection with the issue of the Notes.